

CHICAGO AND



TRANSPORTATION COMPANY

BY MESSENGER

December 30, 1976

NO. *6-3637045*

Date *12-30-76*

Fee \$ *50-*

ICC Washington, D. C.

RECORDATION NO. *8010* Filed & Recorded

DEC 29 1976 12 02 PM

INTERSTATE COMMERCE COMMISSION

BERNARD J. ALLEN
DIANE KOHLER-RAUSCH
JOAN A. SCHRAMM
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6534

File No.: A-9985
(CGW)

Interstate Commerce Commission
Washington, D. C. 20423
Attention: Mr. Robert L. Oswald, Secretary

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act, as amended, attached for recordation are Counterpart Nos. 1 to 10, inclusive, of Bill of Sale dated as of 12/17/76, covering the sale of equipment by Chicago and North Western Transportation Company to North Western Leasing Company.

The names and addresses of the parties to the transaction are as follows:

1. North Western Leasing Company, 400 W. Madison St., Chicago, IL, 60606.
2. Chicago and North Western Transportation Co., 400 W. Madison St., Chicago, IL, 60606.

Enclosed is our check for \$50.00 to cover your recording fee. Please return Counterpart Nos. 1 to 8, inclusive, showing your recordation data. (This transaction should have its own file number).

Very truly yours,

Diane Kohler-Rausch
Assistant Secretary

DK:db

Encls.

cc: R. L. Schardt
R. D. Smith
F. E. Cunningham, Attn: H. Labno*
R. F. Guenther, Attn: J. James*

*with copy of agreement

Z. Steiger*, C-17225
D. E. Stockham, Attn: R. S. Brenner*
Arthur Andersen & Co.

RECEIVED
DEC 30 2 02 PM '76
I.C.C.
FEE OPERATION BR.

*Counterpart No. 1 to 10
Diane Kohler-Rausch*

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Chicago and Northwestern Transportation Co.,
400 West Madison Street
Chicago, Illinois 60606

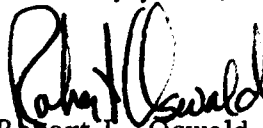
Dear Diane Kohle-Rausch

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on Dec., 30, 1976 at 2:05 pm ,

and assigned recordation number(s)

4281-J
4283-C
4482-E
4483-E
8639
8640
8641
8642

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

RECORDATION NO. 3540 Filed & Recorded

COUNTERPART

No. 1 of 10

DEC 29 1976 11 02 PM

INTERSTATE COMMERCE COMMISSION
BILL OF SALE

FOR AND IN CONSIDERATION and upon the payment of the sum of One Million Four Hundred Seventeen Thousand Four Hundred Forty and 00/100 (\$1,417,440.00) undersigned, CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware Corporation, (hereinafter called the Company) does hereby sell, assign, transfer, convey and deliver to said NORTH WESTERN LEASING COMPANY, a Delaware Corporation, at Oelwein, Iowa, all of the Company's right, title and interest in and to the railroad equipment identified and described on the list, marked Schedule A, attached hereto and made a part hereof. The Company does hereby covenant that it is the lawful owner of said equipment, that each unit of said equipment is free and clear from all claim, liens, security interests, security titles and encumbrances, except the liens, which will be released, of the Mortgage and Security Agreement dated June 1, 1972 between the Company and Chicago and North Western Railway Company and Chicago and North Western Railway Company's First Mortgage or Minneapolis and St. Louis Railway Company's First Mortgage or Chicago Great Western Railway Company's First and General Income Mortgages (the obligations of which Mortgages have been assumed by the Company); that it has full right and power to sell and convey said equipment as aforesaid, and that it will warrant and defend said equipment against the lawful claims and demands of all parties and persons whomsoever.

IN WITNESS WHEREOF, the Chicago and North Western Transportation Company has executed this Bill of Sale this 17th day of December, 1976.

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

By



Vice President

ATTEST:


Assistant Secretary

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Purchase Price</u>
49	50' Box Cars	CGW 904	\$ 9,571.00
		CGW 906	9,571.00
		CGW 914	9,571.00
		CGW 916	9,571.00
		CGW 917	9,571.00
		CGW 922	9,571.00
		CGW 926	9,571.00
		CGW 928	9,571.00
		CGW 930	9,571.00
		CGW 931	9,571.00
		CGW 932	9,571.00
		CGW 937	9,571.00
		CGW 938	9,571.00
		CGW 940	9,571.00
		CGW 942	9,571.00
		CGW 957	9,571.00
		CGW 961	9,571.00
		CGW 966	9,571.00
		CGW 977	9,571.00
		CGW 984	9,571.00
		CGW 986	9,571.00
		CGW 10002	16,008.00
		CGW 10020	16,009.00
		CGW 10027	16,009.00
		CGW 10032	16,009.00
		CGW 10038	16,009.00
		CGW 10040	16,008.00
		CGW 10043	16,008.00
		CGW 10045	16,008.00
		CGW 10048	16,008.00
		CGW 10049	16,008.00
		CGW 10053	16,009.00
		CGW 10056	16,008.00
		CGW 10065	16,009.00
		CGW 10066	16,009.00
		CGW 10067	16,009.00
		CGW 10071	16,008.00
		CGW 10072	16,009.00
		CGW 10075	16,009.00
		CGW 10212	12,549.00
		CGW 10218	12,549.00
		CGW 10266	12,549.00
		CGW 10271	12,549.00
		CGW 10276	12,549.00
		CGW 10288	12,549.00
		CGW 10289	12,549.00
		CGW 10293	12,549.00
		CGW 10295	12,549.00
		CGW 10297	12,549.00

<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Purchase Price</u>
26	50' Refrigerated Box Cars	CGW 309	\$ 5,235.00
		CGW 314	5,235.00
		CGW 318	5,235.00
		CGW 332	5,235.00
		CGW 335	5,235.00
		CGW 336	4,962.00
		CGW 344	5,235.00
		CGW 349	7,633.00
		CGW 393	14,554.00
		CGW 395	14,554.00
		CGW 512	13,859.00
		CGW 514	13,859.00
		CGW 517	17,046.00
		CGW 521	17,166.00
		CGW 524	17,922.00
		CGW 526	17,922.00
		CGW 531	14,738.00
		CGW 533	14,738.00
		CGW 536	14,738.00
		CGW 542	14,738.00
		CGW 562	17,633.00
		CGW 566	17,633.00
		CGW 570	17,633.00
		CGW 572	21,726.00
		CGW 576	21,726.00
		CGW 578	21,726.00
32	Covered Hoppers	CGW 5	12,600.00
		CGW 12	12,012.00
		CGW 17	4,790.00
		CGW 19	4,790.00
		CGW 26	4,790.00
		CGW 29	14,554.00
		CGW 32	14,554.00
		CGW 44	5,590.00
		CGW 704	7,474.00
		CGW 711	7,863.00
		CGW 718	7,026.00
		CGW 724	7,026.00
		CGW 732	7,026.00
		CGW 740	7,026.00
		CGW 747	9,552.00
		CGW 749	7,026.00
		CGW 751	2,159.00
		CGW 761	12,436.00
		CGW 771	11,356.00
		CGW 778	14,373.00
		CGW 779	8,339.00
		CGW 7009	18,742.00
		CGW 7010	18,500.00

<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Purchase Price</u>
32	Covered Hoppers	CGW 7101	\$ 11,364.00
		CGW 7104	11,364.00
		CGW 7221	11,247.00
		CGW 7234	16,178.00
		CGW 7235	11,247.00
		CGW 7241	11,247.00
		CGW 7243	17,527.00
		CGW 7251	18,062.00
		CGW 7319	9,548.00
15	53' Gondolas	CGW 1105	1,700.00
		CGW 1178	1,700.00
		CGW 1186	1,700.00
		CGW 1221	1,700.00
		CGW 1230	1,700.00
		CGW 1272	1,700.00
		CGW 1276	1,700.00
		CGW 1287	1,700.00
		CGW 1289	1,700.00
		CGW 1297	1,700.00
		CGW 1302	1,700.00
		CGW 1305	1,700.00
		CGW 1342	1,700.00
		CGW 1343	1,700.00
		CGW 1354	14,743.00
7	Flat Cars	CGW 2132	3,701.00
		CGW 2149	3,701.00
		CGW 2150	3,701.00
		CGW 3001	10,412.00
		CGW 3011	18,033.00
		CGW 3021	19,705.00
		CGW 3023	19,705.00
Total			<u>\$1,417,440.00</u>